

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section: 7-1.1-124)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. # 87557

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

APC America, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1966, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is APC America, Inc.

SECOND: The name which it elects to use in Rhode Island is

APC America, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 22, 1995 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is CI Corporation System, 1209 Orange Street
Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 132 Fairgrounds Road
West Kingston, RI 02892 and the name of its proposed registered agent in Rhode Island at that address is Donald M. Muir

By: Donald M. Muir
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To develop, manufacture and sell computer hardware and software products, and to do any and all acts and things permitted to be done by business corporations under the provisions of Section 7-1.1-103 of the General Laws of the State of Rhode Island.

CC. 11.15.95 07.330
DEC 29 1995

FILED

DEC 29 1995

By: [Signature]
154525

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rodger B. Dowdell, Jr.	Director	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Edward Machala	Director	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Neil E. Rasmussen	Director	APC America, Inc., 755 Middlesex Turnpike Billerica, MA
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Rodger B. Dowdell, Jr.	President	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Edward Machala	* Vice President	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Geoffrey Milner	Secretary	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Donald M. Muir	Treasurer	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892
Neil E. Rasmussen	Vice President	APC America, Inc., 755 Middlesex Turnpike Billerica, MA
Michael Ricci	Ass't Secretary	APC America, Inc., 132 Fairgrounds Road West Kingston, RI 02892

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
3,000	Common Stock		\$.01 par value per share

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common Stock		\$.01 par value per share

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 140 million.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 131.9 million.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 265 million.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 242 million.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 28, 19 95

APC America, Inc.
[Exact Corporate Name of Corporation Making Application]

By *Roder B. Dowdell, Jr.*
Its President
and *Michael Ricci*
Its Asst. Secretary

STATE OF Massachusetts }
COUNTY OF Suffolk } Sc.

At Boston in said County on the 28th day
of December 19 95, before me personally appeared Michael Ricci
and Roder B. Dowdell, Jr., who being by me first duly sworn, declared that
they are the Ass't Secretary and President of APC America, Inc.,
that they signed the foregoing document as such officers of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Bethany Cassin

Notary Public

Bethany Cassin

My Commission expires: 11/12/99

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "APC AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1995, AT 3:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7766198

DATE:

12-26-95